

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re: : Chapter 11
CIRCUIT CITY STORES, INC., et al.¹ : Case No. 08-35653-KRH
Debtors. : (Jointly Administered)
: :
:

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING AND
APPROVING THE EMPLOYMENT OF ARSENE TAXAND AS SPECIAL
FRENCH TAX COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO APRIL 28, 2010**

The Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) hereby applies to this Court (this “Application”) for the entry of an order authorizing and approving the employment of Arsene Taxand (the “Firm”) as special French tax counsel to the Committee in connection with the Debtors’ chapter 11 cases, *nunc pro tunc* to April 28, 2010, pursuant to sections 328(a) and

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identifications numbers, are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Co-Counsel for the Official
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1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Rules”); and in support of the Application, the Committee submits the Declaration of Nicolas Jacquot, a partner of the Firm (the “Jacquot Declaration”), attached hereto and incorporated herein by reference. In support of the Application, the Committee respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these chapter 11 cases in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002, and Local Rule 2014-1.

BACKGROUND

2. On November 10, 2008 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors’ wholly owned subsidiary, InterTAN Canada, Ltd. (“InterTAN Canada”) (which operated as The Source by Circuit City) and Tourmalet Corporation (a non-operating holding company) filed under the *Companies’ Creditors Arrangement Act*.

3. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

4. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed the Committee in these cases pursuant to sections 1102(a) and 1102(b)(1) of the Bankruptcy Code. To date, no trustee or examiner has been appointed in these chapter 11 cases.

5. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors remaining stores. As of March 8, 2009, the going out of business sales at the Debtors' remaining stores had been completed.

6. Pursuant to an extensive marketing process approved in the Canadian proceedings, InterTAN Canada and its advisors actively marketed InterTAN Canada's business for sale as a going concern. Those marketing efforts culminated in an asset purchase agreement with Bell Canada and its affiliate, 4458729 Canada Inc., to purchase the InterTAN Canada business. On March 20, 2009 the Court entered an order approving the sale of the InterTAN Canada business.

7. On August 29, 2009, the Debtors and the Committee filed the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General Unsecured Claims (the "Plan"). The associated disclosure statement(the "Disclosure Statement") was approved on September 24, 2009, and confirmation of the Plan is currently scheduled for June 8,

2010. Generally, the Plan provides for the liquidation of the Debtors under chapter 11 of the Bankruptcy Code.

8. On April 28, 2010, the Committee decided to retain the Firm as its special French tax counsel for the purpose of evaluating and assessing the Debtors' and their Canadian subsidiaries' maximum potential liability under French law arising from the prepetition cessation of business by InterTAN Canada's French subsidiary, InterTAN France SNC.

9. Specializing in corporate tax law, the Firm is a French law firm based in Paris, France. Arsene Taxand professionals have extensive and diverse experience, knowledge and reputation in corporate tax law and related fields, as well as an understanding of the issues involved in these chapter 11 cases necessary to provide French legal advice in cross-border reorganization proceedings.

RELIEF REQUESTED

10. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit A, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 5002, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its special French tax counsel in these chapter 11 cases. The Committee seeks to retain the Firm *nunc pro tunc* to April 28, 2010 because the Firm began providing services to the Committee as of such date. The Committee believes that such *nunc pro tunc* retention is appropriate in these chapter 11 cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these chapter 11 cases, and the Firm has been providing services to the Committee since April 28, 2010.

SERVICES TO BE RENDERED

11. The Committee believes that the retention of Arsene Taxand as special French tax counsel is appropriate and necessary to enable the Committee to faithfully execute their duties and to facilitate the reorganization of the Debtors. Subject to further order of this Court, the Committee has requested that Arsene Taxand provide such legal services as Arsene Taxand and the Committee deem appropriate and feasible in order to advise the Committee in the course of these chapter 11 cases. It is proposed that Arsene Taxand be retained and employed to provide services that include, but are not limited to:

- (a) assisting the Committee and its Canadian and U.S. professional advisors (the “Advisors”) in analyzing InterTAN Canada’s potential French tax liability;
- (b) assisting and advising the Advisors with respect to any matters that they may request involving issues of French law or practice;
- (c) preparing on behalf of the Committee any pleadings, orders, reports and other legal documents as may be necessary in furtherance of the Committee’s interests and objectives regarding InterTAN Canada’s potential French tax liability; and
- (d) performing any other services regarding InterTAN Canada’s potential French tax liability as directed by the Committee and its Advisors, which may be desirable, necessary and proper for the Committee to discharge its duties in these chapter 11 cases.

DISINTERESTEDNESS OF PROFESSIONALS

12. To the best of the Committee’s knowledge, and based upon the Jacquot Declaration attached hereto, neither the Firm nor any of its attorneys have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Jacquot Declaration.

13. To the best of the Committee’s knowledge, except as provided in the Jacquot Declaration, neither the Firm, nor any of its attorneys represent any interest adverse to

that of the Committee in the matters on which they are to be retained, and the Firm's attorneys are disinterested persons under section 101(14) of the Bankruptcy Code.

14. While the Firm has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties-in-interest, it is possible that connections with some parties-in-interest have not yet been identified. Should the Firm, through its continuing efforts or as these cases progress, learn of any new connections of the nature described above, the Firm will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

PROFESSIONAL COMPENSATION

15. The Committee desires to employ the Firm with reasonable fees to be determined by the Court. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules and Local Rules, and this Court's orders. The Firm has received no retainer in this case to represent the Committee. Neither the Committee nor any of its members (or their representatives) are or will be liable for any fees or costs incurred by the Firm in its representation of the Committee. The principals attorney presently designated to represent the Committee and their current standard hourly rates are:

Nicolas Jacquot	€20.00 (\$640) per hour
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Nikolaj Milbradt	€350.00 (\$430) per hour
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16. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the

work of its attorneys and paralegals and to cover fixed and routine overhead expenses.² By agreement with the Committee, the Firm will not charge for non-working travel time.

NOTICE

17. Notice of this Application has been given to the following parties or, in lieu thereof, to their counsel, if known: (i) counsel to the Debtors; (ii) the Office of the United States Trustee for this District; (iii) counsel to the Debtors' prepetition lenders; and (iv) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Committee requests that the Court enter the order (the "Order") annexed hereto as Exhibit A, approving the employment of the Firm as its special French tax counsel, *nunc pro tunc* to April 28, 2010, to render services as described above with compensation to be paid as an administrative expense in such amounts as this Court may hereafter determine and allow; and grant the Committee such other and further relief as the Court deems just and proper.

² These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

Dated: May 18, 2010

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CIRCUIT CITY STORES, INC.

By: Ellen A. Friedman

Ramona Neal Ellen Friedman Counsel for Plaintiff
Chairman of the Official Committee of Unsecured
Creditors of Circuit City Stores, Inc.

*Baker
Company*

Filed this 21st day of May, 2010
By:

/s/ Lynn L. Tavenner
Lynn L. Tavenner (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
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Counsel for Official Committee of Unsecured Creditors
Holding Unsecured Claims

CERTIFICATE OF SERVICE

I hereby certify that on this 21st day of May, 2010 a true copy of the foregoing Application For Entry Of An Order Authorizing and Approving Employment of Arsene Taxand As Special French Tax Counsel To The Official Committee Of Unsecured Creditors *Nunc Pro Tunc* To April 28, 2010 was served via first-class, electronic mail or through the Court's ECF system to the parties on the Primary Service List as identified in the Case Management Order.

/s/ Lynn L. Tavenner
Co-Counsel

EXHIBIT A

(Proposed Order)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:	:	Chapter 11
CIRCUIT CITY STORES, INC., <u>et al.</u> ¹	:	Case No. 08-35653-KRH
Debtors.	:	(Jointly Administered)
	:	
	:	

**ORDER AUTHORIZING AND APPROVING
THE EMPLOYMENT OF ARSENE TAXAND AS SPECIAL
FRENCH TAX COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO APRIL 28, 2010**

This matter came before the Court on the *Application for Entry of an Order Authorizing and Approving the Employment of Arsene Taxand as Special French Tax Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to April 28, 2010* (the “Application”)² and the Declaration of Nicolas Jacquot filed in support of the Application (the “Jacquot Declaration”) both filed by the Official Committee of Unsecured Creditors (the “Committee”) for approval of

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identifications numbers, are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

² Capitalized terms not otherwise defined herein shall have the meanings and definitions ascribed to such terms in the Application.

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Arsene Taxand's employment as special French tax counsel for the Committee in these cases, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*, Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Rules") and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and it appearing to the Court that the said Application should be approved, it is, therefore, ORDERED:

1. That the Application is granted.
2. The Committee is hereby authorized to retain and employ the Firm as special tax counsel to the Committee pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code *nunc pro tunc* to April 28, 2010.
3. The Firm shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.
4. The Committee and the Firm are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

5. The Firm is authorized to sign and file electronically all notices, orders, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such documents and all objections and responses related to any such documents filed by any party in the Debtors' chapter 11 cases.

Dated: _____
Richmond, Virginia

The Honorable Kevin Huennekens
United States Bankruptcy Judge

WE ASK FOR THIS:

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Counsel for Official Committee of
Unsecured Creditors Holding Unsecured Claims

SEEN AND NO OBJECTION:

Robert B. Van Arsdale (VSB# 17483)
Assistant U.S. Trustee
Office of the U.S. Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219
(804) 771-2310
(804) 771-2330 (Facsimile)

CERTIFICATION

I hereby certify that the foregoing proposed Order has been either served on or endorsed by all necessary parties.

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UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re: : Chapter 11
CIRCUIT CITY STORES, INC., et al.¹ : Case No. 08-35653-KRH
Debtors. : (Jointly Administered)
: :
:

**DECLARATION OF NICOLAS JACQUOT IN SUPPORT OF
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING AND
APPROVING THE EMPLOYMENT OF ARSENE TAXAND AS SPECIAL
FRENCH TAX COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO APRIL 28, 2010**

I, Nicolas Jacquot, declare under penalty of perjury as follows, pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure:

1. I am a partner with the firm of Arsene Taxand (the “Firm”),² with offices

located at 32 Rue de Monceau, 75008 Paris, France. I am duly admitted to practice law in the France. I am authorized to submit this *Declaration in Support of the Application for Entry of an*

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identifications numbers, are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

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Co-Counsel for the Official
Committee of Unsecured Creditors

Order Authorizing and Approving the Employment of Arsene Taxand as Special French Tax

Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to April 28, 2010 (the “Application”).

2. Neither I, the Firm, nor any partner, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

3. Section 1103(b) of the Bankruptcy Code does not incorporate the general “disinterestedness” standard of section 327(a). However, Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, the estates, the professionals and the Office of the Trustee. The Firm, therefore, discloses its known connections as follows.

4. The Firm has made the following investigation of disinterestedness prior to submitting this declaration. The Firm has undertaken a full and thorough review of its computer data base which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s data base and to enter into that data base conflict information regarding new clients or new matters. Thus, a review of said computerized data base should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, ran the names of, among others, (i) the Debtors and non-Debtor affiliates, (ii) the Debtors’ known secured creditors, (iii) the fifty largest unsecured

creditors of the Debtors as disclosed by them in filings with the Court, (iv) the United States Trustee for the Eastern District of Virginia and key staff members, and (v) the Judges of the Bankruptcy Court for the Eastern District of Virginia, through the Firm's database. The names of the parties run through the Firm's data base are set forth on Schedule 1 attached hereto.

5. Based on the results of the database, it appears that the Firm does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below, with the Debtors herein, their creditors, the U.S. Trustee or any party-in-interest herein in the matters upon which the Firm is to be retained, and is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

6. The Firm and certain of its partners, and associates represented, represents, and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these chapter 11 cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

7. The Firm is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not within 2 years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors;
- (c) are not and were not, within three (3) years before the date of the filing of the Debtors' chapter 11 petitions, an investment banker for a security of the Debtors, or an attorney for such investment banker in connection with the offer, sale or issuance of any security of the Debtors;
- (d) does not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security

holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

8. Except as disclosed above, the Firm has received no retainer from the Debtors or the Committee or any payment, nor any promise of payment, during the one-year period prior to the filing of the Debtors' petitions. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these chapter 11 cases. No promises have been received by the Firm nor by any partners or associate thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases, except among the partners, of counsel and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

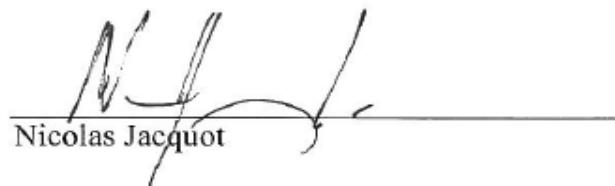
9. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The principal attorneys and paralegals presently designated to represent the Committee and their current standard hourly rates are:

Nicolas Jacquot	€20.00 (\$640) per hour
Nikolaj Milbradt	€350.00 (\$430) per hour

10. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein, and the Firm will charge its standard hourly rates for their services. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

11. The Firm intends to work closely with Pachulski Stang Ziehl & Jones LLP, Gowling Lafleur Henderson LLP, and Protiviti, Inc. and other professionals retained by the Committee, to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

Dated: May 17, 2010



Nicolas Jacquot

A handwritten signature in black ink, appearing to read "N J" followed by a stylized surname. The signature is written over a horizontal line.

Schedule 1

The Debtors

Abbott Advertising Agency, Inc.
CC Aviation, LLC
CC Distribution Company of Virginia, Inc.
Circuit City Properties, LLC
Circuit City Purchasing Company, LLC
Circuit City Stores, Inc.
Circuit City Stores PR, LLC
Circuit City Stores West Coast, Inc.
Courcheval, LLC
InterTAN, Inc.
Kinzer Technology, LLC
Mayland MN, LLC
Orbyx Electronics, LLC
Patapsco Designs, Inc.
Prahs, Inc.
Sky Venture Corporation
Ventoux International, Inc.
XS Stuff, LLC

Non-Debtor Affiliates

Asian Sourcing & Procurement Services Co. Ltd.
Circuit City Global Sourcing Ltd
Early Adopter Fund, LLC
InterTAN Canada, Ltd
InterTAN France SNC
InterTAN Ontario Ltd.
PlumChoice, Inc.
Sixth Street Marketplace, LP
St. Tammany Oaks Subdivision Association LLC
Theater Xtreme Entertainment Group, Inc.

Prepetition and Postpetition

Secured Lenders

Ableco Finance LLC
Bank of America, N.A.
Burdale Finance Ltd.
Capital One Leverage Finance Corporation
Crystal Capital
Fifth Third Bank
General Electric Capital Corporation
GMAC Commercial Finance LLC
JPMorgan Chase Bank, N.A.
National City Business Credit, Inc.
PNC Bank, N.A.
SunTrust Bank
Textron Financial Corporation
UBS Loan Finance LLC
UPS Capital Corporation
Wachovia Capital Finance Corporation
Webster Financial Corporation
Wells Fargo Retail Finance, LLC

Fifty Largest Unsecured Creditors

Advertising.com
Alliance Entertainment
Apex Digital Inc
Audiovox
Belkin Logistics Inc.
Bethesda Softworks
Buena Vista Home Video
Columbia Tristar Home Video
Dlink Systems
Eastman Kodak Company
Fox Home Entertainment
Fuji Photo Film USA
Garmin International Inc.
Graphic Communications
Hewlett-Packard
Hisense USA Corporation
IBM
IBM Strategic Outsourcing Wire
Incomm
Kensington Computer Products Group
Kingston Technologies
Klipsch Audio Technologies LLC
Lenovo, Inc.
Lexar Media Inc.
Lexmark International Inc.
Linksys
Microsoft Corp Consignment
Microsoft Xbox Consignment
Mitac USA Inc.
Mitsubishi Digital Electronics
Monster Cable Products
Navarre Consignment
Navarre Corporation
Nikon Inc.
Olympus Corporation
Omnimount Systems Inc.
Oncorp US, Inc.
Onkyo USA Corporation
Panasonic North America
Paramount Home Video
Pioneer Electronics (USA) Inc.
Samsung Electronics America
Sandisk Corporation
Sharp Electronics Corporation
Simpletech
Sony Computer Entertainment
Sony Electronics Inc.
Stillwater Designs Inc.
THQ Inc. (ValuSoft)
Toshiba America Business Solutions Inc.

Toshiba America Consumer Products
Toshiba Computer Systems Division
Vizio
Vtech Communications Inc.
Vtech Electronics
Warner Home Video
Zenith Electronics Corporation

United States Trustee for the Eastern District of Virginia (and Key Staff Members)

Bove, Frank J. (Trial Attorney)
Byrnes, John R. (Assistant U.S. Trustee)
Conlon, Debera F. (Assistant U.S. Trustee)
Davis, Martha L. (Trial Attorney)
Early, Dennis J. (Assistant U.S. Trustee)
Frankel, Jack I. (Trial Attorney)
Franklin, Shannon D. (Trial Attorney)
Garber, Margaret K. (Trial Attorney)

Guzinski, Joseph A. (Trial Attorney)
McDow, Jr., W. Clarkson (U.S. Trustee)
Pecoraro, Shannon F. (Trial Attorney)
Van Arsdale, Robert (Assistant U.S. Trustee)
Weschler, Cecelia A. (Trial Attorney)
Whitehurst, III, Kenneth N. (Trial Attorney)

Judges for the Bankruptcy Court of the Eastern District of Virginia

Hon. Kevin R. Huennekens (Richmond Division)
Hon. Robert G. Mayer (Alexandria Division)
Hon. Stephen S. Mitchell (Alexandria Division)
Hon. Frank J. Santoro (Norfolk and Newport News Divisions)
Hon. Stephen C. St. John (Norfolk and Newport News Divisions)
Hon. Douglas O. Tice, Chief Judge (Richmond Division)